

ALLERGAN INC  
Form 424B3  
May 24, 2001

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FILED PURSUANT TO RULE 424(b)(3)  
REGISTRATION STATEMENT NO. 333-50524

PROSPECTUS SUPPLEMENT NO. 13  
TO  
PROSPECTUS DATED DECEMBER 8, 2000

ALLERGAN, INC.

LIQUID YIELD OPTION(TM) NOTES DUE 2020  
(ZERO COUPON -- SUBORDINATED)

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The following information supplements, and must be read in connection with, the information contained in the Prospectus, dated December 8, 2000 (the "Prospectus"), of Allergan, Inc., a Delaware corporation. This Prospectus Supplement must be delivered with a copy of the Prospectus. All capitalized terms not otherwise defined herein have the respective meanings ascribed to them in the Prospectus.

The following information replaces in its entirety the information provided in the Prospectus under the caption "Selling Securityholders."

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SELLING SECURITYHOLDERS

The LYONs were originally issued by us and sold by Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Initial Purchaser") in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by such Initial Purchaser to be "qualified institutional buyers" (as defined by Rule 144A under the Securities Act). The Selling Securityholders (which term includes their transferees, pledges, donees or successors) may from time to time offer and sell pursuant to this prospectus any and all of the LYONs and common stock.

Set forth below are the names of each Selling Securityholder, the principal amount of LYONs that may be offered by such Selling Securityholder pursuant to this prospectus and the number of shares of common stock into which such LYONs are convertible. Unless set forth below, none of the Selling Securityholders has had a material relationship with us or any of our predecessors or affiliates within the past three years.

The following table sets forth certain information received by us on or prior to May 22, 2001. However, any or all of the LYONs or common stock listed below may be offered for sale pursuant to this prospectus by the Selling Securityholders from time to time. Accordingly, no estimate can be given as to the amounts of LYONs or common stock that will be held by the Selling Securityholders upon consummation of any such sales. In addition, the Selling Securityholders identified below may have sold, transferred, or otherwise disposed of all or a portion of their LYONs since the date on which the information regarding their LYONs was provided, in transactions exempt from the registration requirements of the Securities Act.

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| NAME                                              | AGGREGATE<br>PRINCIPAL AMOUNT<br>OF LYONS AT<br>MATURITY THAT<br>MAY BE SOLD | PERCENTAGE<br>OF LYONS<br>OUTSTANDING | COMMON ST<br>OWNED PR<br>TO CONVER |
|---------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------|------------------------------------|
| -----                                             | -----                                                                        | -----                                 | -----                              |
| 1976 Distribution Trust F/B/O A.R.                |                                                                              |                                       |                                    |
| Lauder/Zinterkhoffer .....                        | \$ 32,000                                                                    | *                                     |                                    |
| 1976 Distribution Trust F/B/O Jene A. Lauder .... | 32,000                                                                       | *                                     |                                    |
| AIB Securities Services .....                     | 22,800,000                                                                   | 3.47                                  |                                    |
| AIG Soundshore Opportunity Holding                |                                                                              |                                       |                                    |
| Fund Ltd. ....                                    | 4,250,000                                                                    | *                                     |                                    |
| AIG Soundshore Strategic Holding                  |                                                                              |                                       |                                    |
| Fund Ltd. ....                                    | 4,250,000                                                                    | *                                     |                                    |
| AIG/National Union Fire Insurance .....           | 2,035,000                                                                    | *                                     |                                    |
| Allstate Life Insurance Company .....             | 5,500,000                                                                    | *                                     | 31,0                               |
| Aloha Airlines Non-Pilots Pension Trust .....     | 375,000                                                                      | *                                     |                                    |
| Aloha Pilots Retirement Trust .....               | 210,000                                                                      | *                                     |                                    |
| American Fidelity Assurance Company .....         | 200,000                                                                      | *                                     |                                    |
| American Motorist Insurance Company .....         | 1,309,000                                                                    | *                                     |                                    |
| Amerisure Companies/Michigan Mutual               |                                                                              |                                       |                                    |
| Insurance Co. ....                                | 550,000                                                                      | *                                     |                                    |
| AmSouth Bank, Custodian for AmSouth               |                                                                              |                                       |                                    |
| Variable Equity Income Fund .....                 | 2,180,000                                                                    | *                                     |                                    |
| AmSouth Bank, Custodian for AmSouth               |                                                                              |                                       |                                    |
| Equity Income Fund .....                          | 4,900,000                                                                    | *                                     |                                    |
| Arapahoe County Colorado .....                    | 111,000                                                                      | *                                     |                                    |
| Arkansas Teachers Retirement .....                | 9,113,000                                                                    | 1.39                                  |                                    |
| Arpeggo Fund, LP. ....                            | 4,200,000                                                                    | *                                     |                                    |
| Associated Electric & Gas Insurance Services      |                                                                              |                                       |                                    |
| Limited .....                                     | 1,000,000                                                                    | *                                     |                                    |
| Attorney's Title Insurance Fund, Inc. ....        | 500,000                                                                      | *                                     |                                    |
| Aventis Pension Master Trust .....                | 385,000                                                                      | *                                     |                                    |
| Banc of America Securities LLC .....              | 500,000                                                                      | *                                     |                                    |
| Bancroft Convertible Fund, Inc. ....              | 815,000                                                                      | *                                     |                                    |
| Bank Austria Cayman Island, Ltd. ....             | 2,500,000                                                                    | *                                     |                                    |
| Baptist Health of South Florida .....             | 482,000                                                                      | *                                     |                                    |
| Bay County PERS .....                             | 455,000                                                                      | *                                     |                                    |
| Blue Cross Blue Shield of Florida .....           | 2,000,000                                                                    | *                                     |                                    |
| Boilermaker - Blacksmith Pension Trust .....      | 2,275,000                                                                    | *                                     |                                    |
| Boston Museum of Fine Art .....                   | 245,000                                                                      | *                                     |                                    |
| British Virgin Islands Social Security            |                                                                              |                                       |                                    |
| Board .....                                       | 84,000                                                                       | *                                     |                                    |
| BS Debt Income Fund - Class A .....               | 25,000                                                                       | *                                     |                                    |
| C & H Sugar Company, Inc. ....                    | 575,000                                                                      | *                                     |                                    |
| CA State Automobile Assn                          |                                                                              |                                       |                                    |
| Inter-Insurance .....                             | 1,100,000                                                                    | *                                     |                                    |
| CALAMOS(R) Convertible Fund -                     |                                                                              |                                       |                                    |
| CALAMOS(R) Investment Trust .....                 | 3,690,000                                                                    | *                                     |                                    |
| CALAMOS(R) Convertible Growth and                 |                                                                              |                                       |                                    |
| Income Fund - CALAMOS(R)                          |                                                                              |                                       |                                    |
| Investment Trust .....                            | 2,370,000                                                                    | *                                     |                                    |
| CALAMOS(R) Convertible Portfolio -                |                                                                              |                                       |                                    |
| CALAMOS(R) Advisors Trust .....                   | 150,000                                                                      | *                                     |                                    |

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| NAME<br>-----                                     | AGGREGATE<br>PRINCIPAL AMOUNT<br>OF LYONS AT<br>MATURITY THAT<br>MAY BE SOLD<br>----- | PERCENTAGE<br>OF LYONS<br>OUTSTANDING<br>----- | COMMON ST<br>OWNED PR<br>TO CONVER<br>----- |
|---------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------|
| CALAMOS(R) Global Convertible Fund -              |                                                                                       |                                                |                                             |
| CALAMOS(R) Investment Trust .....                 | 500,000                                                                               | *                                              |                                             |
| California State Automobile Inter                 |                                                                                       |                                                |                                             |
| Insurance .....                                   | 390,000                                                                               | *                                              |                                             |
| California State Automobile Retirement            |                                                                                       |                                                |                                             |
| Pension .....                                     | 90,000                                                                                | *                                              |                                             |
| Capital Care, Inc. ....                           | 60,000                                                                                | *                                              |                                             |
| CareFirst of Maryland, Inc. ....                  | 275,000                                                                               | *                                              |                                             |
| Charitable Convertible Securities Fund .....      | 380,000                                                                               | *                                              |                                             |
| Charitable Income Fund .....                      | 150,000                                                                               | *                                              |                                             |
| Chrysler Corporation Master Retirement Trust .... | 2,960,000                                                                             | *                                              |                                             |
| CIBC World Markets International Arbitrage        |                                                                                       |                                                |                                             |
| Corp .....                                        | 8,000,000                                                                             | 1.22                                           |                                             |
| City of Albany Pension Plan .....                 | 215,000                                                                               | *                                              |                                             |
| City of Birmingham Retirement &                   |                                                                                       |                                                |                                             |
| Relief System .....                               | 1,800,000                                                                             | *                                              |                                             |
| City of Knoxville Pension System .....            | 520,000                                                                               | *                                              |                                             |
| City University of New York .....                 | 271,000                                                                               | *                                              |                                             |
| Clinton Riverside Convertible Portfolio           |                                                                                       |                                                |                                             |
| Limited .....                                     | 3,000,000                                                                             | *                                              |                                             |
| Conseco Annuity Assurance - Multi-bucket          |                                                                                       |                                                |                                             |
| Annuity Convertible Bond Fund .....               | 9,000,000                                                                             | 1.37                                           |                                             |
| Conseco Fund Group - Convertible Securities       |                                                                                       |                                                |                                             |
| Fund .....                                        | 2,000,000                                                                             | *                                              |                                             |
| Continental Assurance Company .....               | 1,400,000                                                                             | *                                              |                                             |
| Continental Casualty Company .....                | 7,600,000                                                                             | 1.16                                           |                                             |
| Credit Suisse First Boston Corporation .....      | 13,653,000                                                                            | 2.08                                           |                                             |
| Daimler Chrysler Corporation Emp. #1              |                                                                                       |                                                |                                             |
| Pension Plan DTD 4/1/89 .....                     | 5,665,000                                                                             | *                                              |                                             |
| DeAm Convertible Arbitrage Fund .....             | 3,500,000                                                                             | *                                              |                                             |
| Delta Air Lines Master Trust (c/o Oaktree         |                                                                                       |                                                |                                             |
| Capital Management, LLC) .....                    | 1,065,000                                                                             | *                                              |                                             |
| Delta Airlines Master Trust .....                 | 4,280,000                                                                             | *                                              |                                             |
| Deutsche Bank Alex Brown Inc. ....                | 39,000                                                                                | *                                              |                                             |
| Dorinco Reinsurance Company .....                 | 1,500,000                                                                             | *                                              |                                             |
| EB Convertible Securities Fund .....              | 800,000                                                                               | *                                              |                                             |
| Elf Aquitaine .....                               | 400,000                                                                               | *                                              |                                             |
| Ellsworth Convertible Growth and Income Fund,     |                                                                                       |                                                |                                             |
| Inc .....                                         | 815,000                                                                               | *                                              |                                             |
| Engineers Joint Pension Fund .....                | 1,006,000                                                                             | *                                              |                                             |
| Enterprise Convertible Security Fund .....        | 127,000                                                                               | *                                              |                                             |
| Fidelity Financial Trust:                         |                                                                                       |                                                |                                             |
| Fidelity Convertible Securities Fund(3) .....     | 10,800,000                                                                            | 1.64                                           |                                             |
| Fidelity Financial Trust:                         |                                                                                       |                                                |                                             |
| Fidelity Equity-Income Fund(3) .....              | 18,103,000                                                                            | 2.75                                           |                                             |

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| NAME<br>-----                                                                        | AGGREGATE<br>PRINCIPAL AMOUNT<br>OF LYONS AT<br>MATURITY THAT<br>MAY BE SOLD<br>----- | PERCENTAGE<br>OF LYONS<br>OUTSTANDING<br>----- | COMMON ST<br>OWNED PR<br>TO CONVER<br>----- |
|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------|
| Fidelity Management Trust<br>Company on behalf of accounts<br>managed by it(4) ..... | 1,097,000                                                                             | *                                              |                                             |
| Field Foundation of Illinois .....                                                   | 40,000                                                                                | *                                              |                                             |
| Finance Factors Limited .....                                                        | 450,000                                                                               | *                                              |                                             |
| First Republic Bank .....                                                            | 175,000                                                                               | *                                              |                                             |
| Franklin and Marshall College .....                                                  | 375,000                                                                               | *                                              |                                             |
| Free State Health Plan, Inc. ....                                                    | 80,000                                                                                | *                                              |                                             |
| GE Pension Trust .....                                                               | 2,800,000                                                                             | *                                              |                                             |
| Global Bermuda Limited Partnership .....                                             | 750,000                                                                               | *                                              |                                             |
| Genesee County Employees' Retirement<br>System .....                                 | 475,000                                                                               | *                                              |                                             |
| Goldman Sachs and Company .....                                                      | 3,412,000                                                                             | *                                              |                                             |
| Grady Hospital Foundation .....                                                      | 243,000                                                                               | *                                              |                                             |
| Greek Catholic Union .....                                                           | 35,000                                                                                | *                                              |                                             |
| Greek Catholic Union II .....                                                        | 30,000                                                                                | *                                              |                                             |
| Group Hospitalization and Medical<br>Services, Inc. ....                             | 300,000                                                                               | *                                              |                                             |
| Gryphon Domestic III, LLC .....                                                      | 12,200,000                                                                            | 1.86                                           |                                             |
| H.K. Porter Company, Inc. ....                                                       | 60,000                                                                                | *                                              |                                             |
| Hamilton Partners Limited .....                                                      | 1,000,000                                                                             | *                                              |                                             |
| Hawaiian Airlines Employees Pension<br>Plan - IAM .....                              | 170,000                                                                               | *                                              |                                             |
| Hawaiian Airlines Pension Plan for<br>Salaried Employees .....                       | 35,000                                                                                | *                                              |                                             |
| Hawaiian Airlines Pilots Retirement Plan .....                                       | 330,000                                                                               | *                                              |                                             |
| HealthNow New York, Inc. ....                                                        | 175,000                                                                               | *                                              |                                             |
| Independence Blue Cross .....                                                        | 235,000                                                                               | *                                              |                                             |
| ING Barings LLC .....                                                                | 50,000                                                                                | *                                              |                                             |
| Investcorp-SAM Fund Limited .....                                                    | 13,000,000                                                                            | 1.98                                           |                                             |
| Island Insurance Convertible Account .....                                           | 310,000                                                                               | *                                              |                                             |
| Islands Holdings .....                                                               | 125,000                                                                               | *                                              |                                             |
| Jackson County Employees' Retirement<br>System .....                                 | 375,000                                                                               | *                                              |                                             |
| Jefferies & Co. ....                                                                 | 4,000,000                                                                             | *                                              |                                             |
| KBC Financial Products USA, Inc. ....                                                | 1,000,000                                                                             | *                                              |                                             |
| Kerr McGee Corporation .....                                                         | 1,750,000                                                                             | *                                              |                                             |
| Kettering Medical Center Funded<br>Depreciation Account .....                        | 145,000                                                                               | *                                              |                                             |
| Key Trust Convertible Securities Fund .....                                          | 160,000                                                                               | *                                              |                                             |
| Key Trust Fixed Income Fund .....                                                    | 210,000                                                                               | *                                              |                                             |
| Knoxville Utilities Board Retirement System .....                                    | 335,000                                                                               | *                                              |                                             |
| Lakeshore International Ltd. ....                                                    | 1,750,000                                                                             | *                                              |                                             |
| Lancer Securities Cayman .....                                                       | 1,400,000                                                                             | *                                              |                                             |
| Lehman Brothers Inc. ....                                                            | 54,820,000                                                                            | 8.34                                           |                                             |
| Local Universities Support Corporation .....                                         | 108,000                                                                               | *                                              |                                             |
| Louisiana Workers' Compensation Corporation .....                                    | 325,000                                                                               | *                                              |                                             |
| Lumberman's Mutual Casualty .....                                                    | 1,039,000                                                                             | *                                              |                                             |

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| NAME<br>-----                                                                                                                                                         | AGGREGATE<br>PRINCIPAL AMOUNT<br>OF LYONS AT<br>MATURITY THAT<br>MAY BE SOLD<br>----- | PERCENTAGE<br>OF LYONS<br>OUTSTANDING<br>----- | COMMON ST<br>OWNED PR<br>TO CONVER<br>----- |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------|
| Lutheran Brotherhood .....                                                                                                                                            | 3,000,000                                                                             |                                                | *                                           |
| Lydian Overseas Partners Master Fund .....                                                                                                                            | 24,000,000                                                                            | 3.65                                           |                                             |
| Macomb County Employees' Retirement System .....                                                                                                                      | 325,000                                                                               |                                                | *                                           |
| McMahan Securities Co. L.P. ....                                                                                                                                      | 975,000                                                                               |                                                | *                                           |
| Merrill Lynch Insurance Group .....                                                                                                                                   | 569,000                                                                               |                                                | *                                           |
| Merrill Lynch, Pierce, Fenner & Smith, Inc.(5) ..                                                                                                                     | 31,202,000                                                                            | 4.75                                           |                                             |
| Morgan Stanley & Co. ....                                                                                                                                             | 20,000,000                                                                            | 3.04                                           |                                             |
| Morgan Stanley Dean Witter Convertible<br>Securities Trust .....                                                                                                      | 3,600,000                                                                             |                                                | *                                           |
| Motion Picture Industry Health Plan -<br>Active Member Fund .....                                                                                                     | 345,000                                                                               |                                                | *                                           |
| Motion Picture Industry Health Plan -<br>Retiree Member Fund .....                                                                                                    | 175,000                                                                               |                                                | *                                           |
| Museum of Fine Arts, Boston .....                                                                                                                                     | 20,000                                                                                |                                                | *                                           |
| Nabisco Holdings .....                                                                                                                                                | 67,000                                                                                |                                                | *                                           |
| Nalco Chemical Company .....                                                                                                                                          | 750,000                                                                               |                                                | *                                           |
| Nashville Electric Service .....                                                                                                                                      | 325,000                                                                               |                                                | *                                           |
| New Orleans Firefighters Pension/Relief Fund ....                                                                                                                     | 252,000                                                                               |                                                | *                                           |
| New York Life Insurance and Annuity<br>Corporation .....                                                                                                              | 1,250,000                                                                             |                                                | *                                           |
| New York Life Insurance Company .....                                                                                                                                 | 11,250,000                                                                            | 1.71                                           |                                             |
| Nicholas Applegate Convertible Fund .....                                                                                                                             | 3,165,000                                                                             |                                                | *                                           |
| Nicholas Applegate Global Holdings Co. LP. ....                                                                                                                       | 80,000                                                                                |                                                | *                                           |
| Nicholas Applegate Investment Grade<br>Convertible .....                                                                                                              | 13,000                                                                                |                                                | *                                           |
| Norcal Mutual Insurance Company .....                                                                                                                                 | 400,000                                                                               |                                                | *                                           |
| Occidental Petroleum .....                                                                                                                                            | 433,000                                                                               |                                                | *                                           |
| OCM Convertible Trust .....                                                                                                                                           | 1,355,000                                                                             |                                                | *                                           |
| Ohio Bureau of Workers Compensation .....                                                                                                                             | 302,000                                                                               |                                                | *                                           |
| Oxford, Lord, Abbett & Co. ....                                                                                                                                       | 2,750,000                                                                             |                                                | *                                           |
| Pacific Specialty (Convertibles) .....                                                                                                                                | 850,000                                                                               |                                                | *                                           |
| Palladin Securities .....                                                                                                                                             | 1,050,000                                                                             |                                                | *                                           |
| Parker/Key Convertible Securities Fund .....                                                                                                                          | 180,000                                                                               |                                                | *                                           |
| Parker-Hannifin Corporation .....                                                                                                                                     | 190,000                                                                               |                                                | *                                           |
| Partner Reinsurance Company Ltd. ....                                                                                                                                 | 590,000                                                                               |                                                | *                                           |
| Penn Treaty Network American<br>Insurance Company .....                                                                                                               | 460,000                                                                               |                                                | *                                           |
| PGEP III LLC .....                                                                                                                                                    | 1,050,000                                                                             |                                                | *                                           |
| Physicians Life .....                                                                                                                                                 | 791,000                                                                               |                                                | *                                           |
| Physicians' Reciprocal Insurers<br>Account #7 .....                                                                                                                   | 2,000,000                                                                             |                                                | *                                           |
| PIMCO Convertible Fund .....                                                                                                                                          | 5,900,000                                                                             |                                                | *                                           |
| Port Authority of Allegheny County Retirement<br>and Disability Allowance Plan for the<br>Employees Represented by Local 85 of the<br>Amalgamated Transit Union ..... | 2,520,000                                                                             |                                                | *                                           |
| Potlatch-First Trust Company of St. Paul .....                                                                                                                        | 300,000                                                                               |                                                | *                                           |
| PRIM Board .....                                                                                                                                                      | 6,050,000                                                                             |                                                | *                                           |

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|--------------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------|------------------------------------|
| -----                                                              | -----                                                                        | -----                                 | -----                              |
| ProMutual .....                                                    | 420,000                                                                      | *                                     |                                    |
| Putnam Asset Allocation Funds--Balanced<br>Portfolio .....         | 845,000                                                                      | *                                     |                                    |
| Putnam Asset Allocation Funds--Conservative<br>Portfolio .....     | 510,000                                                                      | *                                     |                                    |
| Putnam Convertible Income--Growth Trust .....                      | 7,396,000                                                                    | 1.12                                  |                                    |
| Putnam Convertible Opportunities and Income<br>Trust .....         | 280,000                                                                      | *                                     |                                    |
| Quattro Fund, LLC .....                                            | 1,500,000                                                                    | *                                     |                                    |
| Queens Health Plan .....                                           | 125,000                                                                      | *                                     |                                    |
| R2 Investments, LDC .....                                          | 12,000,000                                                                   | 1.83                                  |                                    |
| Radian Guaranty, Inc. ....                                         | 2,500,000                                                                    | *                                     |                                    |
| Ramius Capital Group Holdings, Ltd. ....                           | 700,000                                                                      | *                                     |                                    |
| Raytheon Master Pension Trust .....                                | 876,000                                                                      | *                                     |                                    |
| RCG Latitude Master Fund .....                                     | 800,000                                                                      | *                                     |                                    |
| Ret Pension Plan of the CA State Automob .....                     | 350,000                                                                      | *                                     |                                    |
| Rhapsody Fund LP. ....                                             | 14,600,000                                                                   | 2.22                                  |                                    |
| RJR Reynolds .....                                                 | 220,000                                                                      | *                                     |                                    |
| Rockhaven Premier Dividend Fund .....                              | 930,000                                                                      | *                                     |                                    |
| Salomon Brothers Asset Management, Inc. ....                       | 1,650,000                                                                    | *                                     |                                    |
| Salomon Smith Barney Inc. ....                                     | 4,000,000                                                                    | *                                     |                                    |
| San Diego City Retirement .....                                    | 1,973,000                                                                    | *                                     |                                    |
| San Diego County Convertible .....                                 | 4,250,000                                                                    | *                                     |                                    |
| Screen Actors Guild Pension Convertible .....                      | 1,072,000                                                                    | *                                     |                                    |
| Shell Pension Trust .....                                          | 831,000                                                                      | *                                     |                                    |
| Southern Farm Bureau Life Insurance .....                          | 3,350,000                                                                    | *                                     |                                    |
| SPT .....                                                          | 1,830,000                                                                    | *                                     |                                    |
| Standard Insurance Company .....                                   | 450,000                                                                      | *                                     |                                    |
| Starvest Combined Portfolio .....                                  | 2,475,000                                                                    | *                                     |                                    |
| Starvest Managed Portfolio .....                                   | 200,000                                                                      | *                                     |                                    |
| State Employees' Retirement Fund of the<br>State of Delaware ..... | 1,495,000                                                                    | *                                     |                                    |
| State of Connecticut Combined<br>Investment Funds .....            | 3,290,000                                                                    | *                                     |                                    |
| State of Maryland Retirement System .....                          | 5,923,000                                                                    | *                                     |                                    |
| State of Mississippi Health Care Trust Fund .....                  | 1,600,000                                                                    | *                                     |                                    |
| State of Oregon/SAIF Corporation .....                             | 14,750,000                                                                   | 2.24                                  |                                    |
| Teacher's Insurance and Annuity Association .....                  | 7,000,000                                                                    | 1.06                                  |                                    |
| The Class 1c Company .....                                         | 4,000,000                                                                    | *                                     |                                    |
| The Cockrell Foundation .....                                      | 125,000                                                                      | *                                     |                                    |
| The Dow Chemical Company Employees'<br>Retirement Plan .....       | 4,550,000                                                                    | *                                     |                                    |
| The Fondren Foundation .....                                       | 145,000                                                                      | *                                     |                                    |
| The Grable Foundation .....                                        | 216,000                                                                      | *                                     |                                    |
| Tribeca Investments LLC .....                                      | 12,000,00                                                                    | 1.83                                  |                                    |
| UBS AG, London Branch .....                                        | 11,000,000                                                                   | 1.67                                  |                                    |

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| UBS O'Connor LLC f/b/o UBS Global Equity<br>Arbitrage Master Limited ..... | 7,500,000 | 1.14 |
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| NAME<br>-----                                                                                                          | AGGREGATE<br>PRINCIPAL AMOUNT<br>OF LYONS AT<br>MATURITY THAT<br>MAY BE SOLD<br>----- | PERCENTAGE<br>OF LYONS<br>OUTSTANDING<br>----- | COMMON ST<br>OWNED PR<br>TO CONVER<br>----- |
|------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------|
| UBS Warburg LLC .....                                                                                                  | 54,650,000                                                                            | 8.31                                           |                                             |
| Unifi, Inc. Profit Sharing Plan and Trust .....                                                                        | 230,000                                                                               | *                                              |                                             |
| United Food and Commercial Workers<br>Local 1262 and Employers Pension Fund .....                                      | 1,140,000                                                                             | *                                              |                                             |
| University of Rochester .....                                                                                          | 100,000                                                                               | *                                              |                                             |
| University of South Florida .....                                                                                      | 550,000                                                                               | *                                              |                                             |
| University of South Florida Foundation .....                                                                           | 80,000                                                                                | *                                              |                                             |
| Van Kampen Harbor Fund .....                                                                                           | 13,700,000                                                                            | 2.08                                           | 2,635,1                                     |
| Van Waters & Rogers, Inc. Retirement Plan .....                                                                        | 650,000                                                                               | *                                              |                                             |
| Vanguard Convertible Securities Fund, Inc. ....                                                                        | 3,725,000                                                                             | *                                              |                                             |
| Victory Convertible Securities Fund .....                                                                              | 580,000                                                                               | *                                              |                                             |
| Victory Invest Quality Bond Fund .....                                                                                 | 90,000                                                                                | *                                              |                                             |
| Wake Forest University .....                                                                                           | 1,867,000                                                                             | *                                              |                                             |
| Writers Guild Convertible .....                                                                                        | 626,000                                                                               | *                                              |                                             |
| Wyoming State Treasurer .....                                                                                          | 2,153,000                                                                             | *                                              |                                             |
| All other Holders of LYONs or future transferees,<br>pledges, donees or successors of any such<br>Holders(7) (8) ..... | 22,118,000                                                                            | 3.36                                           |                                             |
| Total .....                                                                                                            | \$657,451,000                                                                         | 100.0                                          | 2,666,1                                     |

\* Less than one percent.

(1) Assumes conversion of all of the Holder's LYONs at a conversion rate of 5.7615 shares of common stock per \$1,000 principal amount at maturity of the LYONs. However, this conversion rate will be subject to adjustment as described under "Description of the LYONs - Conversion Rights." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.

(2) The Allstate Corporation ("Allstate") directly and through its subsidiaries currently owns 29,600 shares of Company common stock. The Agents Pension Plan (the "Pension Plan") currently owns 1,400 shares of Company common stock. The Pension Plan is a qualified ERISA plan that is maintained for the benefit of certain agents of Allstate Insurance Company ("AIC"), a subsidiary of Allstate. The Trustee for the Pension Plan holds title to all Pension Plan investments. Allstate disclaims any interest in securities held in the pension plan trust, although the Investment Committee of the Pension Plan consists of AIC officers. In the course of managing their investment portfolios, AIC and its affiliates may acquire and hold

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investments that exceed 10% of a class of equity securities of an issuer. The Public Equity Group of the Investment Department of AIC, which has the responsibility for the securities described herein, is not aware of any positions, offices or other material relationships involving AIC or its subsidiaries which are required to be disclosed. However, no independent investigation has been made as to whether there are or may have been any such transactions as a result of insurance activities, investment activities or other groups or divisions or actions with respect to or by such investing companies.

- (3) This entity is either an investment company or a portfolio of an investment company registered under Section 8 of the Investment Company Act of 1940, as amended, or a private investment account advised by Fidelity Management & Research Company ("FMR Co."). FMR Co. is a Massachusetts corporation and an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, as amended, and provides investment advisory services to each of such Fidelity entities identified above, and to other registered investment companies and to certain other funds which are generally offered to a limited group

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of investors. FMR Co. is a wholly-owned subsidiary of FMR Corp. ("FMR"), a Massachusetts corporation. The holdings indicated are as of December 13, 2000.

- (4) Shares indicated as owned by such entity are owned directly by various private investment accounts, primarily employee benefit plans for which Fidelity Trust Management Trust Company ("FMTC") serves as trustee or managing agent. FMTC is a wholly-owned subsidiary of FMR and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, as amended. The holdings indicated are as of December 13, 2000.
- (5) Merrill Lynch, Pierce, Fenner & Smith, Inc. was the Initial Purchaser in a private placement of the LYONs by the Company on November 1, 2000. Merrill Lynch, Pierce, Fenner & Smith, Inc. is not aware of any position, office or directorship relationship with the Company or its affiliates. However, it may or may not have, from time to time, acted in a financial investment advisory capacity to the Company.
- (6) Van Kampen Asset Management, Inc. is the investment advisor to the Van Kampen Harbor Fund and has discretionary authority over its portfolio. Van Kampen Asset Management, Inc. is also the investment advisor to a number of other funds. Those funds hold an aggregate amount of 2,635,165 shares of common stock of the Company.
- (7) Information about other Selling Securityholders will be set forth in prospectus supplements, if required.
- (8) Assumes that any other Holders of LYONs, or any future transferees, pledgees, donees or successors of or from any such other Holders of LYONs, do not beneficially own any common stock other than the common stock issuable upon conversion of the LYONs at the initial conversion rate.

The preceding table has been prepared based upon information furnished to us by the Selling Securityholders in the table. From time to time, additional information concerning ownership of the LYONs and common stock may rest with certain Holders thereof not named in the preceding table, with whom we believe we have no affiliation.



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The Selling Securityholders listed in the above table may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their LYONs since the date on which the information is presented in the above table. Information about the Selling Securityholders may change over time. Any changed information will be set forth in prospectus supplements.

Because the Selling Securityholders may offer all or some of their LYONs or the underlying common stock from time to time, we can not estimate the amount of the LYONs or the underlying common stock that will be held by the Selling Securityholders upon the termination of any particular offering. See "Plan of Distribution."

THE DATE OF THIS PROSPECTUS SUPPLEMENT IS MAY 24, 2001